

IC 23-16-9

Chapter 9. Dissolution

IC 23-16-9-1

Nonjudicial dissolution

Sec. 1. (a) A limited partnership is dissolved and its affairs shall be wound up upon the occurrence of the first of the following:

(1) At the time specified in the certificate of limited partnership.

(2) Upon the occurrence of events specified in the partnership agreement.

(3) Subject to a requirement in the partnership agreement requiring the approval by a greater or lesser percentage of limited partners and general partners, upon the written consent of all general partners and the affirmative vote of two-thirds (2/3) in interest of each class of limited partners.

(4) Except as provided in subsection (b), an event of withdrawal of a general partner, unless:

(A) at the time there is at least one (1) other general partner;

(B) the partnership agreement permits the business of the limited partnership to be carried on by the remaining general partner; and

(C) the remaining general partner carries on the business of the limited partnership.

(5) The entry of a decree of judicial dissolution under section 2 of this chapter.

(b) A limited partnership is not dissolved and is not required to be wound up by reason of any event of withdrawal of a general partner if, within ninety (90) days after the withdrawal, all partners (or such lesser percentage as may be provided in the partnership agreement) agree in writing to continue the business of the limited partnership and agree in writing to the appointment of one (1) or more additional general partners if necessary or desired.

As added by P.L.147-1988, SEC.1.

IC 23-16-9-2

Judicial dissolution

Sec. 2. On application by or for a partner, the circuit or superior court of the county in which the office of the limited partnership referred to in IC 23-16-2-3 is located may decree dissolution of a limited partnership whenever it is not reasonably practicable to carry on the business in conformity with the partnership agreement. If the office referred to in IC 23-16-2-3 is not within Indiana, the application may be made to the circuit or superior court of the county in which the registered agent referred to in IC 23-16-2-3 is located.

As added by P.L.147-1988, SEC.1.

IC 23-16-9-3

Winding up

Sec. 3. (a) Unless otherwise provided in the partnership agreement, the general partners who have not wrongfully dissolved

a limited partnership or, if none, the limited partners, may wind up the limited partnership's affairs. However, the circuit or superior court of the county in which the office of the limited partnership referred to in IC 23-16-2-3 is located, or if the office referred to in IC 23-16-2-3 is not within Indiana, the circuit or superior court of the county in which the business address of the registered agent referred to in IC 23-16-2-3 is located, may wind up the limited partnership's affairs upon application of any partner or of any partner's legal representative or assignee, and in connection with the winding up, may appoint a liquidating trustee.

(b) Upon the dissolution of a limited partnership, the persons winding up the affairs of a limited partnership may, in the name of the limited partnership and for and on behalf of the limited partnership, prosecute and defend civil, criminal, and administrative proceedings, settle and close the limited partnership's business, dispose of and convey the limited partnership's property, discharge the limited partnership's liabilities, and distribute to the partners any remaining assets of the limited partnership, all without affecting the liability of limited partners.

As added by P.L.147-1988, SEC.1.

IC 23-16-9-4

Distribution of assets

Sec. 4. Upon the winding up of a limited partnership, the assets shall be distributed as follows:

- (1) To creditors, including partners who are creditors, to the extent permitted by law, in satisfaction of liabilities of the limited partnership (whether by payment or by establishment of adequate reserves) other than liabilities for distributions to partners under IC 23-16-7-1 and IC 23-16-7-4.
- (2) Unless otherwise provided in the partnership agreement, to partners and former partners in satisfaction of liabilities for distributions under IC 23-16-7-1 and IC 23-16-7-4.
- (3) Unless otherwise provided in the partnership agreement, to partners first for the return of their contributions and second respecting their partnership interests, in the proportions in which the partners share in distributions.

As added by P.L.147-1988, SEC.1.